



Australian  
Institute of  
Architects

## Notice of Annual General Meeting and explanatory notes

The 95<sup>th</sup> Annual General Meeting of Members  
of

The Royal Australian Institute of Architects Limited  
ACN 000 023 012

will be held on:

**Date:** Saturday 11 May 2024  
**Time:** 1.00 pm (AEST)  
**Venue:** Meeting Room 203-204, Level 2  
Melbourne Convention & Exhibition Centre,  
1 Convention Centre Place, South Wharf  
Melbourne VIC 3006

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# Notice of Meeting

The 95th Annual General Meeting of Members  
of  
The Royal Australian Institute of Architects Limited (ACN 000 023 012)  
will be held on:

Date: Saturday 11<sup>th</sup> May 2024  
Time: 1.00 pm (AEST)  
Venue: Meeting Room 203-204 Level 2,  
Melbourne Convention & Exhibition Centre  
1 Convention Centre Place,  
South Wharf, Melbourne VIC 3006

## Business of the Meeting

### 1. Welcome and Administration

### 2. Minutes of 2023 Annual General Meeting

To receive the Minutes of the Annual General Meeting held on 31 May 2023. The Minutes of the 2023 AGM are included in this notice and commence on page 5.

### 3. Reports of the National President, the Board Chair and the Chief Executive Officer

- 3.a To receive the report from the National President for the 2023 year.
- 3.b To receive the report from the Board Chair.
- 3.c To receive the report from the Chief Executive Officer

### 4. Financial Statements and Reports

To consider the:

Institute's Financial Report and Directors' Report; and  
Independent Auditor's Report,  
for the year ended 31 December 2023.

The Institute's Annual Report, which includes the Financial Report, Directors' Report and the Auditor's Report, can be accessed on the Institute website:

<https://www.architecture.com.au/about/annual-report>

### 5. Other Business

- 5.a To thank those Directors who will conclude their respective terms on the Institute's Board at the conclusion of the 2024 AGM:
  - Shannon Battison LFRAIA
- 5.b To introduce the new National President of the Institute, Jane Cassidy FRAIA, who takes office at the conclusion of the 2024 AGM.
- 5.c To announce the members of the Institute's Board of Directors for 2024-25.

By order of the Board of Directors of the **Royal Australian Institute of Architects** on 19 April 2024.

Signed

A handwritten signature in black ink, appearing to read "Barry Whitmore". The signature is fluid and cursive, with a long horizontal stroke at the end.

Name      Barry Whitmore  
             Company Secretary

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## Explanatory notes

**Note:** These Explanatory Notes should be read together with the Notice of Meeting.

1. Minutes of previous AGM
    - (a) The Minutes of the 2023 Annual General Meeting are included in this notice and commence on page 5.
    - (b) There is no requirement for Members to approve these minutes.
  
  2. Financial Report, Directors' Report and Auditor's Report
    - (a) The *Corporations Act 2001* (Cth) requires Institute directors to put before the Members for consideration at the AGM, the Financial Report and the Directors' and Auditor's Reports for the last financial year.
    - (b) There is no requirement for Members to approve these reports.
    - (c) At the AGM, Members will be given a reasonable opportunity to ask questions and make comments on the financial statements and the reports, as well as on the operations and management of the Institute.
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## MINUTES OF MEETING

Minutes of the 94th Annual General Meeting of Members of

The Royal Australian Institute of Architects Limited

Held in person at the Tasmanian Chapter offices

1/19a Hunter Street, Hobart Tasmania 7000

Commencing at 2.00 pm AEST on 31 May 2023

### 1. Welcome and Administration

Chair Shannon Battisson LFRAIA welcomed members to the 94<sup>th</sup> Annual General Meeting of the Royal Australian Institute of Architects, held in person at the Tasmanian Chapter offices, 1/19a Hunter Street, Hobart. Chair Battisson offered an Acknowledgment of Country. She also introduced the Institute Board Directors, incoming President Elect and Management to the meeting.

The Company Secretary advised that a quorum was present, based on Voting Members present and Chair Battisson formally declared the meeting open.

#### Voting members present :

|                   |                   |
|-------------------|-------------------|
| Shannon Battisson | Karyn Bogus       |
| Stuart Tanner     | Gaetano Palmese   |
| Peter Hobbs       | Jason Licht       |
| Jane Cassidy      | Andrew Williamson |
| Lisa Moore        | Pei Kai Tan       |
| Chris Shurman     |                   |
| Megan Baynes      |                   |

#### Directors Present (Other than Voting members):

|                     |                 |
|---------------------|-----------------|
| Shirley Chowdhary   | Julian Crawford |
| Dr Wesley McClendon |                 |

#### Formal Apologies received:

No formal apologies were received.

#### Proxies

No proxy voting forms were received.

## **2. Considering AGM 2022 Minutes**

*The Meeting received and noted the Minutes of the 2022 Annual General Meeting held on 19 May 2022.*

No questions were raised or discussion had.

## **3. The 2022 Year**

### **3a The year in review**

The Chair reflected on some of her and the Institute's achievements and challenges for 2022.

No questions were raised or discussion had.

### **3b Receiving and considering the 2022 Financial Statements and Directors' Report.**

*The Meeting received and noted the Institute's Financial Statements and Directors' Report for the year ended 31 December 2022.*

No questions were raised or discussion had.

### **3c Receiving and considering the Auditor's Report**

*The Meeting received and noted the Independent Auditor's report on the Institute's Financial Statements for the year ended 31 December 2022.*

No questions were raised or discussion had.

## **4. Other Business**

### **4a Announcement of the Board of Directors of the Institute**

The Chair announced the members of the Institute's Board of Directors for the 2023-2024 year.

Directors elected by National Council and who will take office in their respective roles from the conclusion of this AGM are:

- The President for 2023 – 2024 is Mr Stuart Tanner FRAIA, previously elected as President Elect by National Council in February 2023.
- Ms Jane Cassidy RAI A who was elected as President-Elect.
- Ms Shannon Battisson LFRAIA becomes the Immediate Past President
- Ms Lisa Moore FRAIA commences as National Council Director.
- There is a casual vacancy in the second National Council Director position which will be filled in the coming weeks.

Independent Directors, appointed by the Board in consultation with National Council who are continuing:

- Ms Shirley Chowdhary, Mr Julian Crawford and Dr Wesley McClendon.

Mr Antonio Giannone LFRAIA steps down from the Board as Past President.

The Chair provided the opportunity for outgoing Board Chair and National Council Director Mr Peter Hobbs LFRAIA to reflect on his tenure representing the Institute.

#### **4b Final Questions or Comments**

No notice of any other item of business had been given or received.

No other questions were raised or discussion had.

#### **4c Formalities and Handover of Presidents**

There being no further business, the Chair introduced the incoming National President Mr Stuart Tanner FRAIA who takes office from the conclusion of this AGM.

Incoming National President Mr Stuart Tanner FRAIA accepted the Chains of Office and spoke to his presidential year ahead, as well as thanking his fellow Board Directors and Ms Shannon Battisson LFRAIA on her term as National President and leading the Institute through an exceptional year.

Chair declared the meeting closed at 2.48 pm and thanked all who were in attendance at the 2023 AGM.

Signed by the Chair of the Meeting as a true record of the meeting,

A handwritten signature in black ink, appearing to be 'S. Battisson', followed by a period.

Shannon Battisson LFRAIA – National President and AGM Chair

Date: 5 June 2023



# Voting and Proxies

## Ways to vote

Voting Members (**Life Fellows, Fellows, Member category members, Associate and Graduate members**) will be able to cast their vote on motions either:

- *In person* at the meeting; or
- Via an appointed *proxy*, by completing and submitting the attached *proxy form*.

As indicated in the matters listed as Business of the Meeting, there are no substantive motions that Members are being asked to consider at this year's AGM, however procedural motions, if proposed, may need to be voted on.

## Voting by Proxy

A Member who is entitled to attend and vote at the meeting (a Voting Member) may appoint a proxy to attend and vote on their behalf.

## Instructions on how to vote by Proxy

To vote by proxy, please complete and sign the attached proxy form and return it to the Institute as soon as possible.

For the appointment of your proxy to be effective:

- ✓ Your nominated proxy must be a current Voting Member of the Institute;
- ✓ Your nominated proxy must sign the form; and
- ✓ Please send the signed proxy form to the Company Secretary of the Institute which must be received **by no later than:**

**1.00 pm AEST on 9 May 2024**

**12.30 pm ACST on 9 May 2024**

**11.00 am AWST on 9 May 2024**

Proxies must be sent to the Company Secretary by one the following methods:

By mail: The Company Secretary  
The Royal Australian Institute of Architects Limited  
Level 1, 41 Exhibition Street, Melbourne Vic 3000

By fax: (03) 8620 3864. Attention to the Company Secretary.

By email: to the Company Secretary, at [agm@architecture.com.au](mailto:agm@architecture.com.au)

## Further Information

For questions or further information, please contact us at [agm@architecture.com.au](mailto:agm@architecture.com.au).

# Appointment of Proxy Form

## Appointment of Proxy form for Annual General Meeting

### SECTION A

I \_\_\_\_\_ (full name)

of \_\_\_\_\_ (business address)

being a financial Voting Member of **The Royal Australian Institute of Architects Limited (ACN 000 023 012)**,

with the Institute membership number \_\_\_\_\_

appoint:

\_\_\_\_\_ (full name of proxy)

of \_\_\_\_\_ (address)

with the Institute membership number: \_\_\_\_\_

or, if that person cannot or does not attend or vote, then the chair of the Meeting to act as my proxy at the Annual General Meeting of the Institute to be held at Meeting Room 202-203, Level 2, Melbourne Convention & Exhibition Centre, 1 Convention Place South Wharf Melbourne VIC 3006 on 11 May 2024 and at any adjournment of that meeting.

**[Note: this proxy must be received by the Institute no later than 48 hours prior to the AGM time. Please refer to the previous page for details on how to submit this Proxy form.]**

Signature of Member \_\_\_\_\_

Date: \_\_\_\_\_ 2024

### SECTION B

I direct my proxy to vote as follows (*\*not applicable for this AGM as there are no substantive motions to be voted on*):